

WC 08-186

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Jean L. Kiddoo
Danielle C. Burt
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LEGAL INSIGHT. BUSINESS INSTINCT.

August 28, 2008

Via Overnight Delivery

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

Re: In the Matter of the Joint Application of Lightyear Network Solutions, LLC ("Transferor"), and Wherify Wireless, Inc. ("Transferee") For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete an Indirect Transfer of Control

Dear Ms. Dortch:

On behalf of Lightyear Network Solutions, LLC ("Lightyear") and Wherify Wireless, Inc. ("Wherify") (together, "Applicants"), enclosed please find an original and six (6) copies of an application for approval of an indirect transfer of control of Lightyear to Wherify. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle C. Burt

Counsel for Applicants

Boston
Hartford
Hong Kong
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Los Angeles
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Orange County
San Francisco
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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Danielle C. Burt			
(5) STREET ADDRESS LINE NO. 2 2020 K Street, NW			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004353900		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Lightyear Networks Solutions, LLC			
(14) STREET ADDRESS LINE NO. 1 1901 Eastpoint Parkway			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Louisville		(17) STATE KY	(18) ZIP CODE 40223
(19) DAYTIME TELEPHONE NUMBER (include area code) 502-253-1508		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0010045128		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <i>M. Renee Britt</i>		DATE 8/28/2008	

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY
Page No <u>2</u> of <u>2</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Wherify Wireless, Inc.		
(14) STREET ADDRESS LINE NO. 1 63 Bovet Road		
(15) STREET ADDRESS LINE NO. 2 Suite 521		
(16) CITY San Mateo	(17) STATE CA	(18) ZIP CODE 94402
(19) DAYTIME TELEPHONE NUMBER (include area code) 650-641-2225		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0018068742		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
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(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)

Lightyear Network Solutions, LLC)
Transferor)

and)

Wherify Wireless, Inc.)
Transferee)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of Authorized)
Domestic and International Section 214 Carriers)

File No. ITC-T/C-2008 _____

WC Docket No. 08-_____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Lightyear Network Solutions, LLC ("Lightyear") and Wherify Wireless, Inc. ("Wherify") (together, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, hereby respectfully request Commission approval for a transaction that will result in the indirect transfer of control of Lightyear to Wherify through the merger of Lightyear's parent, LY Holdings, LLC ("Holdings") into and with Wherify Acquisition, Inc. ("Merger Sub"), a Wherify subsidiary created for the purpose of this transaction, with Holdings emerging as the surviving entity and a direct subsidiary of Wherify. As part of this transaction, the current owners of Lightyear will hold on a

fully diluted basis approximately 51 percent combined interest in Wherify. Accordingly, Applicants also request authority for a transfer of control of Wherify to the current investors of Lightyear.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Lightyear Network Solutions, LLC ("Transferor")

Lightyear is a limited liability company organized and existing under the laws of the Commonwealth of Kentucky, with offices located at 1901 Eastpoint Parkway, Louisville, Kentucky

40223. Lightyear is a wholly owned subsidiary of Holdings, a Kentucky limited liability company also located in Louisville, Kentucky, and Holdings is owned by a series of investors including LANJK, LLC, SullivanLY, LLC, and Rice-LY Ventures, LLC. Lightyear holds domestic and international Section 214 authorizations from the FCC and is authorized to provide local exchange telecommunications services in 44 states and long distance telecommunications services in 49 states.

B. Wherify Wireless, Inc. ("Transferee")

Wherify, a Delaware corporation, is a public company traded over-the counter under the symbol "WFYW" and has principal offices located at 63 Bovet Rd, Suite 521, San Mateo, CA 94402-3104. For the purpose of accomplishing this transaction, Wherify created a new, wholly-owned merger subsidiary, Merger Sub, a Delaware corporation. Wherify is a pioneering developer of patented wireless location products and services for family safety and business communications. Its portfolio of intellectual property includes proprietary integration of the US Government's Global Positioning System (GPS) and wireless communication technologies; patented back-end location service; the Wherifone™ GPS locator phone which provides real-time location information and lets families with pre-teens, seniors, or those with special medical needs, stay connected and in contact with each other. Wherify holds international Section 214 authority from the FCC.

III. DESCRIPTION OF THE TRANSACTION

Lightyear and Wherify entered into an Agreement and Plan of Merger ("Agreement") on August 12, 2008, whereby Merger Sub will merge with Holdings, with Holdings surviving. As a result, Holdings will be a direct, wholly-owned subsidiary of Wherify, and Lightyear will be an indirect subsidiary of Wherify. Applicants expect that following the transaction Holdings' current owners will hold on a fully diluted basis approximately 51 percent combined interest in

Wherify. They will also have the power to appoint 5 of the 7 members of Wherify's Board of Directors. In addition to Wherify's public shareholders, there may be some additional investors in the combined company at closing as a result of certain financing transactions, but Applicants do not anticipate that any such new investor will hold an attributable interest in more than 10 percent of the shares of Wherify, but will supplement this Application should any such investments be proposed during that financing process.

Applicants therefore request authority for the indirect transfer of control of Lightyear to Wherify¹ and the transfer of control of Wherify to Lightyear's current investors. For the Commission's convenience, pre- and post-transaction illustrative organization charts for the combined operating companies are provided as Exhibit A. Immediately following the consummation of the proposed transaction, Lightyear will continue to offer service with no change in the name of the company, or its rates or terms and conditions of service. Therefore, the transfer of control of Applicants will be seamless and virtually transparent to consumers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed transaction will serve the public interest. The proposed acquisition will enable Lightyear to obtain access to additional financial resources as a result of its new publicly-traded parent company. These additional resources will allow Lightyear to strengthen its competitive position to the benefit of its consumers and the telecommunications marketplace.

In addition, the transaction will be conducted in a manner that will be virtually transparent to customers of Lightyear. The transfer of ultimate control of Applicants will not result in a change of carrier for customers or any transfer of authorizations. Following

¹ Applicants anticipate changing the name of Wherify to Lightyear Network Solutions, Inc. as soon as practicable after closing.

consummation of the proposed transaction, Applicants will continue to provide high-quality communications services to its customers without interruption and without change in rates, terms or conditions. Applicants emphasize that the proposed transfer of control will be seamless and virtually transparent to the customers of Lightyear, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Transferor:

Lightyear Network Solutions, LLC FRN: 0010045128
1901 Eastpoint Parkway
Louisville, Kentucky 40223
(502) 253-1508 (Tel)

Transferee:

Wherify Wireless, Inc. FRN: 0018068742
63 Bovet Rd., Suite 521
San Mateo, CA 94402-3104
(650) 641-2225 (Tel)

63.18 (b) Jurisdiction of Organizations:

Transferor: Lightyear Network Solutions, LLC is a limited liability company formed under the laws of Kentucky.

Transferee: Wherify Wireless, Inc. is a corporation formed under the laws of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006

Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

With copies to:

John Greive
Lightyear Network Solutions, LLC
1901 Eastpoint Parkway
Louisville, Kentucky 40223
Tel: (502) 253-1508
Fax: (502) 515-4138
Email: john.greive@lightyear.net

and

Vincent D. Sheeran
Wherify Wireless, Inc.
63 Bovet Rd, #521
San Mateo, CA 94402
Tel: (650) 641-2225
Fax: (650) 641-2225
Email: vsheeran@wherify.com

63.18 (d) Lightyear Network Solutions, LLC holds international Section 214 authority granted in File Nos. ITC-ASG-20031222-0561 and ITC-ASG-20031224-00562 and holds blanket domestic Section 214 authority. Wherify Wireless, Inc. hold international Section 214 authority granted in File No. ITC-214-20061010-00461.

63.18 (h) In accordance with 63.24(e)(3), items (h)-(p) are provided for the Applicants.²

Pre-Transaction Ownership

- (1) The following entity owns or controls ten percent (10%) or more of the equity of **Lightyear Network Solutions, LLC**:

Name:	LY Holdings, LLC
Address:	1901 Eastpoint Parkway Louisville, KY 40223
Citizenship:	U.S.

² While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.R.F. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Percentage Owned: 100%
Principal Business: Telecommunications Holding

- (2) The following entities currently own or control ten percent (10%) or more of the equity of **LY Holdings, LLC**:

(a) Name: LANJK, LLC
Address: 1901 Eastpoint Parkway
Louisville, KY 40223
Citizenship: U.S.
Percentage Owned: 50%
Principal Business: Telecommunications

(b) Name: SullivanLY, LLC
Address: 311 S. Valley View, Ste. B-101
Las Vegas, NV 89102
Citizenship: U.S.
Percentage Owned: 29.87%
Principal Business: Investment

(c) Name: Rice-LY Ventures, LLC
Address: 201 East Main Street
Suite 1000
Lexington, KY 40502
Citizenship: U.S.
Percentage Owned: 10%
Principal Business: Telecommunications

- (3) The following entity owns or control ten percent (10%) or more of the equity of **LANJK, LLC**:

Name: J. Sherman Henderson III
Address: 1901 Eastpoint Parkway
Louisville, KY 40223
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Individual

- (4) The following entity owns or control ten percent (10%) or more of the equity of **SullivanLY, LLC**:

Name: Chris Sullivan
Address: 311 S. Valley View, Ste. B-101
Las Vegas, NV 89102
Citizenship: U.S.
Percentage Owned: 100%

Principal Business: Individual

- (5) The following entity owns or control ten percent (10%) or more of the equity of **Rice-LY Ventures, LLC:**

Name: W. Brent Rice
Address: 201 East Main Street
Suite 1000
Lexington, KY 40502
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Individual

- (6) The following entities currently own or control ten percent (10%) or more of the equity of **Wherify Wireless, Inc.:**

(a) Name: GPS Associates, LLC
Address: 90 Park Avenue-31st Floor
New York, NY 10016
Citizenship: U.S.
Percentage Owned: 43.0%
Principal Business: Investments

(b) Name: Timothy Neher
Address: 1840 Gateway Dr., Suite 200
Foster City, CA 94404
Citizenship: U.S.
Percentage Owned: 10.5%
Principal Business: Individual

Post-Transaction Ownership

- (1) The following entity owns or controls ten percent (10%) or more of the equity of **Lightyear Network Solutions, LLC:**

Name: LY Holdings, LLC
Address: 1901 Eastpoint Parkway
Louisville, KY 40223
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications Holding

- (2) The following entities will own or control ten percent (10%) or more of the equity of **LY Holdings, LLC:**

Name: Wherify Wireless, Inc.
Address: 63 Bovet Rd., Suite 521

San Mateo, CA 94402-3104
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications

- (3) Applicants expect that following the transaction LY Holdings, LLC's current owners will hold on a fully diluted basis approximately 51 percent combined interest in Wherify Wireless, Inc. In addition to Wherify's public shareholders, there may be some additional investors in the combined company at closing as a result of certain financing transactions, but Applicants do not anticipate that any such new investor will hold an attributable interest in more than 10 percent of the shares of Wherify.

To the best of Applicants' knowledge, there are no officers or directors of Applicants that also serve as an officer or director of a foreign carrier as defined in Section 63.09(g).

- 63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.

- 63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- 63.18 (k) Not applicable.

- 63.18 (l) Not applicable.

- 63.18 (m) Not applicable.

- 63.18 (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** Lightyear is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. In these states, Lightyear is authorized to provide competitive local and/or long distance telecommunications services. All of the services provided by Lightyear are competitive in nature and neither Lightyear nor any affiliated company holds a dominant position in any market.

Wherify does not hold authority to provide telecommunications services in any state.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local

exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

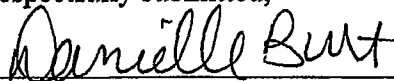
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction.

Respectfully submitted,



Jean L. Kiddoo

Danielle C. Burt

Bingham McCutchen LLP

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Washington, DC 20006

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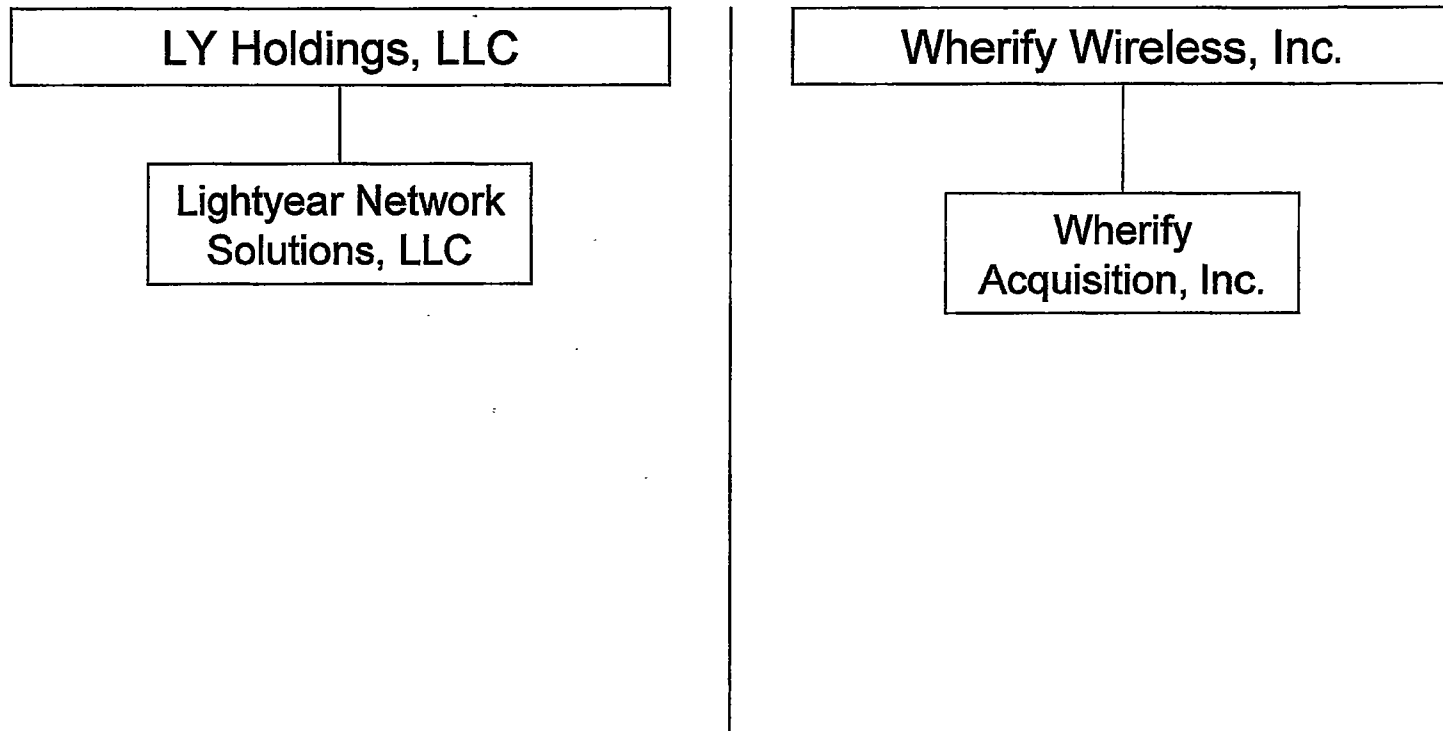
Counsel for Applicants

Dated: August 28, 2008

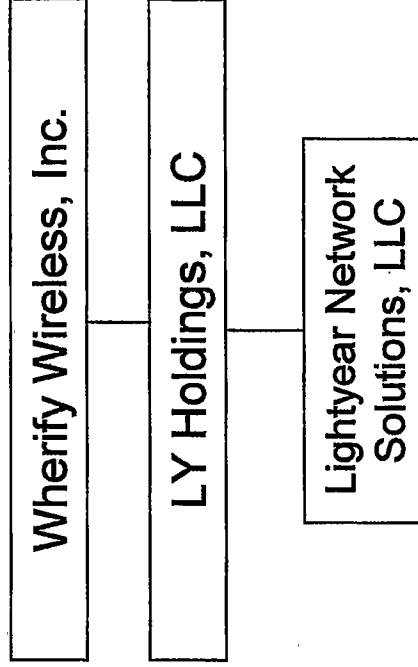
Exhibit A

Pre- and Post-Transaction Illustrative Charts

Pre-Transaction Illustrative Organization Chart



Post-Transaction Illustrative Organization Chart



Verifications

STATE OF KENTUCKY

§


CITY OF LOUISVILLE

§

§


VERIFICATION

I, John Greive, state that I am Vice President of Regulatory Affairs and General Counsel;
that I am authorized to make this Verification on behalf of Lightyear Network Solutions, LLC;
that the foregoing filing was prepared under my direction and supervision; and that the contents
are true and correct to the best of my knowledge, information, and belief.



John Greive
Vice President of Regulatory Affairs
& General Counsel
Lightyear Network Solutions, LLC

Sworn and subscribed before me this 19th day of August, 2008.



Notary Public

My commission expires 7-6-2009

STATE OF KENTUCKY

§

CITY OF LOUISVILLE

§

§

VERIFICATION

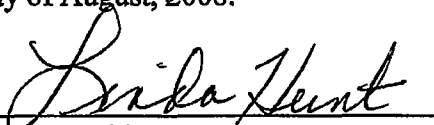
I, Vincent D. Sheeran, hereby declare that I am the Chief Executive Officer of Wherify Wireless, Inc.; that I am authorized to make this Verification on behalf of Wherify Wireless, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 21st day of August, 2008.



Vincent D. Sheeran
Chief Executive Officer
Wherify Wireless, Inc.

Sworn and subscribed before me this 21st day of August, 2008.



Notary Public

My commission expires 7-6-2009